

**BERNSTEIN LITOWITZ BERGER &  
GROSSMANN LLP**

William C. Fredericks (WF-1576)  
Wallace A. Showman (WS-0881)  
Jonathan Harris (JH-3047)  
Jerald Bien-Willner  
1285 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 554-1400  
Facsimile: (212) 554-1444

**KELLER ROHRBACK LLP**

Lynn L. Sarko  
Derek W. Loeser  
Karin B. Swope  
Tyler L. Farmer  
1201 Third Avenue, Suite 3200  
Seattle, Washington 98101  
Telephone: (206) 623-1900  
Facsimile: (206) 623-3384

**BERMAN DEVALERIO PEASE  
TABACCO BURT & PUCILLO**

Jeffrey C. Block (JCB-0387)  
Patrick T. Egan  
Kristen D. Tremble  
One Liberty Square  
Boston, MA 02109  
Telephone: (617) 542-8300  
Facsimile: (617) 542-1194

*Attorneys for Lead Plaintiffs and the Class*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE STATE STREET BANK AND TRUST  
CO. ERISA LITIGATION

This document relates to:

No. 07 Civ. 9319  
No. 07 Civ. 9687  
No. 08 Civ. 0265

07 Civ. 8488 (RJH)  
(Consolidated Actions)

**DECLARATION OF WALLACE A. SHOWMAN IN OPPOSITION  
TO DEFENDANTS' MOTION TO TRANSFER VENUE  
PURSUANT TO 28 U.S.C. § 1404**

Wallace A. Showman declares under penalty of perjury as follows:

1. I am an attorney at Bernstein Litowitz Berger & Grossmann LLP, one of the court-appointed Co-Lead Counsel for Lead Plaintiffs in this action. I submit this declaration in opposition to the motion of Defendants State Street Bank & Trust Company (“SSBT”) and State Street Global Advisors, Inc. (“SSgA”) to transfer this action to the District of Massachusetts.

2. According to Defendants, the administrator of the bond funds at issue in this case is not State Street Global Advisors, Inc., which is a holding company, but rather State Street Global Advisors, which is not an entity legally separate from SSBT but is rather a division of SSBT. *See* Memorandum of Law in Support of Defendants’ Motion to Transfer Venue Pursuant to 28 U.S.C. § 1404 (“Def. Mem.”) at 4.

3. According to the website of State Street Corporation, a holding company and the parent of SSBT, SSBT has offices located in the World Financial Center, at 225 Liberty Street, New York, New York. Attached as Exhibit A hereto is the pertinent page from the website of State Street Corporation.

4. According to Mapquest.com, 225 Liberty Street is a four-minute drive of 1.24 miles from 500 Pearl Street. Attached as Exhibit B hereto is the Mapquest.com map and driving directions from 225 Liberty Street to 500 Pearl Street.

5. SSBT agreed to move into its address at Two World Financial Center in late November 2003, according to an article in Real Estate Weekly of December 3, 2003 headlined “State Street celebrates Financial Center move.” The article states that SSBT would be leasing 80,000 square feet of space at Two World Financial Center and that the move would bring up to 1,500 jobs to Lower Manhattan. The article quoted “State Street Chairman David Spina” as

stating: “We have significant relationships throughout the state and this move enables us to expand our local service and operations.” A reprint of the article is attached hereto as Exhibit C.

6. On January 7, 2008 this Court consolidated three actions that had been filed in this District, namely an individual action, *Prudential Retirement Insurance and Annuity Company v. State Street Bank and Trust Company and State Street Global Advisors, Inc.*, 07 Civ. 8488 (RJH); a class action filed by a New York based entity, *Unisystems, Inc. Employees Profit Sharing Plan v. State Street Bank and Trust Company, State Street Global Advisors, Inc. and John Does 1-20*, 07 Civ. 9319, and another class action, *Andover Companies Employees’ Savings and Profit Sharing Plan v. State Street Bank and Trust Company, State Street Global Advisors, Inc. and John Does 1-20*, 07 Civ. 9687. A copy of the order is attached hereto as Exhibit D.

7. The distance from New York to Boston is 215.73 miles, according to Mapquest.com.

8. The complaint in the case captioned *Memorial Hermann Healthcare System v. State Street Bank and Trust Co., et al.*, No. 07-4089 (S.D. Tex.) was filed in the District Court of Harris County, Texas. The complaint sets forth common-law causes of action under state law. No cause of action under ERISA or any other federal law is pleaded. The defendants removed the case to the United States District Court for the Southern District of Texas. The defendants’ sole basis for removal was diversity jurisdiction pursuant to 28 U.S.C. § 1332. A copy of the notice of removal, with all exhibits including the complaint, is attached hereto as Exhibit E.

9. Another complaint raising similar issues was filed against SSBT in the case captioned *Houston Police Officers’ Pension System v. State Street Bank & Trust Co.*, No. 08 Civ.

333 (S.D. Tex.). That complaint also asserts only state law causes of action. A copy of the complaint, without exhibits, is attached hereto as Exhibit F.

10. SSBT has confirmed that the investment management agreement in that *Houston Police Officers'* case contains a forum selection clause designating Houston. See page 6 from SSBT's reply memorandum of law in support of its motion to transfer the *Memorial Hermann* case to Massachusetts, attached hereto, with cover page and signature page, as Exhibit G.

11. Exhibit H consists of two pages from the website of the federal judiciary, [www.uscourts.gov](http://www.uscourts.gov), setting forth caseload statistics for the Southern District of New York and the District of Massachusetts. (Behind those two pages is the page from the same website containing the links to the previous two pages.) The highlighted portions show that the median time from filing to disposition for civil cases in the Southern District of New York is 9.8 months; that the median time from filing to disposition for civil cases in the District of Massachusetts is 8.5 months; that the median time from filing to trial for civil cases in the Southern District of New York is 25.6 months; and that the median time from filing to trial for civil cases in the District of Massachusetts is 33.5 months.

12. Filed herewith are declarations of John L. Patenaude, Margaret Callan and Karen Adams. Exhibit I hereto is a similar unsigned declaration of Alan Kober; I understand that the signed declaration is forthcoming, and that will be filed with the Court as soon as it is received.

Dated: New York, New York  
March 13, 2008

/s/ Wallace A. Showman  
Wallace A. Showman

**CERTIFICATE OF SERVICE**

I hereby certify that this document with exhibits thereto filed through the ECF system on March 13, 2008 will be served on all counsel registered as filing users on ECF by electronic service pursuant to Fed. R. Civ. P. 5(b)(3). I further certify that a true and correct copy of the foregoing document will be served on all counsel not registered as filing users by electronic mail.

/s/ Wallace Showman  
Wallace Showman